

RECORDATION NO. 10512-C
FILED 1488

CRAVATH, SWAINE & MOORE NOV 13 1979 12 00 PM

ONE CHASE MANHATTAN PLAZA INTERSTATE COMMERCE COMMISSION

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX
RCA 233663
WUD 125547
WUI 620976

9-317A110

No. 1
Date NOV 13 1979

Fee \$ 10.00

ICC, Washington, D. C.

MAURICE T. MOORE
BRUCE BROMLEY
WILLIAM B. MARSHALL
RALPH L. McAFEE
ROYALL VICTOR
ALLEN H. MERRILL
HENRY W. DEKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA

JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY
DAVID L. SCHWARTZ
RICHARD J. HIEGEL
FREDERICK A. O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES
DAVID O. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
RICHARD L. HOFFMAN
JOSEPH A. MULLINS
MAX R. SHULMAN

CARLYLE E. MAW
ALBERT R. CONNELLY
FRANK H. DETWEILER
GEORGE G. TYLER

ROSWELL L. GILPATRICK
L. R. BRESLIN, JR.
GEORGE B. TURNER
JOHN H. MORSE
HAROLD R. MEDINA, JR.
CHARLES R. LINTON

4, PLACE DE LA CONCORDE
75008 PARIS, FRANCE
TELEPHONE: 265-81-54
TELEX: 290530

33 THROGMORTON STREET
LONDON, EC2N 2BR, ENGLAND
TELEPHONE 01-606-1421
TELEX: 8814901

CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

November 9, 1979

Railbox Company
Equipment Trust Financing
Dated as of June 1, 1979

10.20% Equipment Trust Certificates Series 5

Dear Madam:

Pursuant to 49 U.S.C. § 11303, I enclose herewith on behalf of Railbox Company, for filing and recordation, eight (8) originals of the Bill of Sale dated September 6, 1979, which constitutes a partial release from the Manufacturing Agreement dated June 15, 1979 and Manufacturing Agreement Supplement No. 1 dated August 15, 1979, recorded on June 15, 1979 and August 21, 1979, respectively, with the Interstate Commerce Commission as Recordation Nos. 10512 and 10512-B, respectively.

The address of the party to the aforementioned Bill of Sale is:

Manufacturer:

Pullman Incorporated
(Pullman Standard Division)
200 South Michigan Avenue
Chicago, Illinois 60604

RECEIVED
NOV 13 1 52 PM '79
FEE OPERATION B.
I.C.C.

Mrs. Lee -
I think this
will be
Rec. No 10512-C
C. J. Johnson

The equipment covered by the aforementioned Bill of Sale is described in Schedule A hereto.

Enclosed is our check for \$10 for the required recordation fee. Please accept for recordation one copy of the Bill of Sale, stamp the remaining copies with your Recordation No. and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,

Laurance V. Goodrich

Laurance V. Goodrich
As Agent for Railbox Company

Agatha L. Mergenovich, Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

Y

SCHEDULE A

<u>Quantity</u>	<u>Description</u>	<u>Car Numbers (Inclusive)</u>
448	70-Ton, 50'6" Box Cars	RBOX 33555 - 33567 RBOX 35246 - 35252
		35000 - 35011 35254
		35013 - 35018 35256 - 35489
		35022 - 35024 35491 - 35512
		35027 35514 - 35521
		35037 - 35043 35524 - 35527
		35057 - 35058 35529
		35067 - 35070 35533 - 35537
		35072 - 35073 35539
		35075 - 35078 35543 - 35545
		35083 35549
		35090 - 35092 35551 - 35552
		35098 - 35099 35577
		35104 - 35106 35579 - 35581
		35114 35621
		35120 35629
		35129 - 35131 35632 - 35633
		35164 35644
		35170 35652 - 35653
		35192 35660 - 35663
		35198 35666
		35200 - 35201 35670 - 35674
		35211 - 35212 35680 - 35683
		35214 35692
		35216 35694
		35218 35696
		35220 35702
		35222 - 35224 35704 - 35713
		35226 35715 - 35717
		35228 35720 - 35723
		35230 - 35232 35725 - 35726
		35234 - 35236 35729 - 35741
		35238 35745 - 35747
		35242 - 35244

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Laurance V. Goodrich
Railbox Company
One Chase Manhattan Plaza
New York, N. Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/13/79 at 2:00PM, and assigned recordation number(s). 10512-C

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

BILL OF SALE

10V 1 2 1979 2 00 PM

INTERSTATE COMMERCE COMMISSION

PULLMAN INCORPORATED (Pullman Standard Division), a Delaware Corporation, (herein the "Manufacturer"), for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is acknowledged, does hereby grant, bargain, sell and assign, convey, transfer and set over unto MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Trustee, (herein the "Trustee"), under Railbox Company Equipment Trust Agreement, Series 5, dated June 1, 1979 (herein the "Agreement"), between the Trustee and Railbox Company (herein the "Company"), all the right, title and interest of the Manufacturer in and to the following equipment:

Type of Cars: 50'6" 70-ton capacity, general service box cars with 10' door
 Number of Units: 448
 Lettered: RBOX
 Company's Car Nos.: Per Schedule A attached

The Manufacturer hereby warrants to the Trustee, its successors and assigns, that at the time of delivery of the Equipment, the Manufacturer had legal title to the Equipment and good and lawful right to sell the Equipment and title to the Equipment was at the time of such delivery free of all claims, liens, security interests and other encumbrances of any nature except for the security interest retained by the Manufacturer pursuant to the Manufacturing Agreement dated as of June 15, 1979 and Manufacturing Agreement Supplement No. 1 dated August 15, 1979, (herein the "Manufacturing Agreement"), recorded on June 15, 1979 and August 21, 1979 respectively, with the Interstate Commerce Commission, as Recordation Nos. 10512 and 10512-B respectively. The Manufacturer hereby releases its security interest under said Manufacturing Agreement in and to the Equipment.

IN WITNESS WHEREOF, the Manufacturer has caused this instrument to be executed this 6th day of September, 1979.

PULLMAN INCORPORATED
 (Pullman Standard Division)

ATTEST:

J. F. Regel
 Assistant Secretary

By E. T. Ahlquist
 Vice President

STATE OF ILLINOIS)
) SS:
 COUNTY OF COOK)

On September 6, 1979, before me personally appeared E. T. Ahlquist, to me personally known, who being by me duly sworn says that he is the Vice President of Pullman Incorporated (Pullman Standard Division), that the seal affixed to the foregoing instrument is the corporate seal of that corporation, that said instrument was signed and sealed on behalf of that corporation by authority of its Board of Directors, and he acknowledged that the execution of that instrument was the free act and deed of that corporation.

James H. Renteria
 Notary Public

SCHEDULE A

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		35067 - 35070 35533 - 35537
		35072 - 35073 35539
		35075 - 35078 35543 - 35545
		35083 35549
		35090 - 35092 35551 - 35552
		35098 - 35099 35577
		35104 - 35106 35579 - 35581
		35114 35621
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Type of Cars: 50'6" 70-ton capacity, general service
box cars with 10' door

Number of Units: 448

Lettered: RBOX

Company's Car Nos.: Per Schedule A attached

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PULLMAN INCORPORATED
(Pullman Standard Division)

ATTEST:

J. F. Rangel
Assistant Secretary

By E. T. Ahlgren
Vice President

STATE OF ILLINOIS)

) SS:

COUNTY OF COOK)

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James K. Renteria
Notary Public

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J. F. Reayl
Assistant Secretary

By E. J. Ahrgren
Vice President

STATE OF ILLINOIS)

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